

BYLAWS OF
NORTH
AMERICAN
CHINESE
DERMATOLOGY
ASSOCIATION

December 12, 2018

2018

The Bylaws of North American Chinese Dermatology Association have been approved and adopted by its members and the bylaws committee on December 12, 2018

**BYLAWS OF NORTH AMERICAN CHINESE DERMATOLOGY ASSOCIATION
(NACDA)
北美华裔皮肤科协会**

OUTLINE

ARTICLE I.	Nature of the Association
ARTICLE II.	Mission
ARTICLE III.	Membership
ARTICLE IV.	Meetings of Members
ARTICLE V.	Board Members and Offices
ARTICLE VI.	Board of Trustees
ARTICLE VII.	Advisory Board
ARTICLE VIII.	Finance
ARTICLE IX.	Quorum and Voting
ARTICLE X.	Amendments
ARTICLE XII.	Dispute and Appeal
ARTICLE XIII.	Code of Conduct

ARTICLE I. Nature of the Association

1.1 – The North American Chinese Dermatology Association (hereafter “NACDA”) is a non-political, non-profit and membership-driven organization chartered in the State of California.

1.2 – All activities of NACDA shall abide by the laws of the United States of America and the State of California.

ARTICLE II. Mission

2.1 – To promote communication, friendship and academic exchange among its members.

2.2 – To bridge clinical, translational, basic medical, and scientific cooperation between Chinese and American professionals in the field of dermatology. NACDA sponsors dermatological education programs through scientific conferences, symposia, workshops, web-based education programs and publications.

2.3 – To serve as a central informational hub for those in the profession and in the community and to provide any assistance to dermatologists and dermatopathologists in the US and China.

2.4 – To utilize human and financial resources to help poor and indigent people with dermatological diseases through workshops and charitable services.

ARTICLE III. Membership

3.1 – Citizens or permanent residents of North America (Canada and United States) of mainland Chinese origin who are also board-certified or eligible dermatologists or dermatopathologists are qualified to apply for NACDA membership as fellows. No hazing or discrimination shall be permitted in this organization. Fellowships categories for members fall under three groups: life-time members, regular fellows, and associate members. A life-time member can keep the membership for life if membership dues are paid in full at a specified rate. Regular fellows should pay the membership dues while associate fellows are not required to pay their dues. Only regular and life-time members can vote and be voted to serve on the boards. Associate members can vote but are not allowed to serve on any boards.

3.2 – NACDA also promotes collaboration and honors these who are not of Chinese origin but have already made significant contributions or are willing to make future contributions to the NACDA mission. NACDA may offer honorary membership to these people. The honorary members must be nominated by three regular fellows and approved by the NACDA Board. The NACDA may designate its fellows who deliver significant professional contributions, outstanding clinical or academic achievements, or significant contributions to the organization as NACDA outstanding achievement members. Any NACDA outstanding achievement member must be nominated by at least two board members and requires approval by the majority of the board members. This outstanding achievement member designation should be honored to no more than one or two individuals annually.

3.3 – Any dermatologist or dermatopathologist can become a member of NACDA by submitting an application to the NACDA Committee. All those listed as members before the official establishment date of the Association will be considered founding members and will be exempt from the application process.

3.4 – Voting Rights. Each regular member and life-time member currently living in North America (or such a member who resides in China but holds a valid Green card or American citizenship) shall be entitled to one vote on each resolution that is submitted for a vote. Associate members, outstanding achievement members, and honorary members do not have voting rights on such resolutions.

3.5 – Termination of Membership. The board members, by a majority vote of those present at

any regularly constituted meeting, may terminate the membership of a member who violates the rules or engages in activities against the mission of NACDA. Regular members who fail to pay the membership dues by the deadline will become associate members.

3.6 – Resignation. Any member may resign by filing a written resignation.

ARTICLE IV. Meetings of Members

4.1 – Annual Meeting. An annual meeting of the members may be held in conjunction with the Annual Scientific Sessions of the American Academy of Dermatology (ADD), the American Society of Dermatopathology (ASDP), or as a web-based meeting proposed by the President and approved by the Board.

4.2 – Special Meetings. Special meetings of the members may be proposed by the President and approved by the Board. Subspecialty meetings must be proposed by the Subspecialty Chair and Subspecialty Council.

4.3 – Notice of Meetings. A notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail and/or email to each member no less than ten days prior to the date of such a meeting.

4.4 – Voting by Mail/email. When a general election is to be held, such an election may be conducted by mail or email in a manner determined by the Board.

ARTICLE V. Board Members and Offices

The governing body of NACDA shall be the executive board, and will be referred to as the ‘Board’ from this point forward. The Board has supervision, control, and direction over the affairs of the Association and its committees and publications; this body will determine the policies of the Association, administer any changes required, and shall actively pursue its objectives and supervise the disbursement of NACDA funds.

5.1 – Qualification. To be eligible for the position of board member, a candidate must be at a current NACDA member for at least one year or a life member for at least 6 months. To be eligible for the position of President, a candidate needs to be a current lifetime member and must have served as a Board member for at least one term (two years). If a new board member is needed in special circumstances between the elections, the President will nominate a candidate who shall be approved by the majority of current board members.

5.2 – Officers. The seven total Board members include the President, President-elect, one Vice

President from a dermatology background, one Vice President from a dermatopathology background (two Vice Presidents in total), a General Secretary with treasurer responsibilities, a Director of Public Relations, and a Membership Director. No individual may hold the same position for more than one term with the exception of the special appointed position, Honorable President, which is reserved for a distinguished former president of the association to assure continuity with a smooth transfer of duties of the board members, as determined by the board and the association. Honorable President attends to board activities with power to propose motions and calls for meetings. Honorable President does not participate in a final vote.

5.3 – Terms. The terms of office of the President, President elect, Vice Presidents and the other Board members (including chairpersons of subcommittees) shall be two years. Officers (other than president, vice presidents) may be re-elected for an additional term but for no more than two consecutive terms (four years). All Board members (including Presidents and Vice-presidents) whose terms have expired and who have been absent from the Board for one or more term(s) may enter re-election as a Board member. The number of Board members shall be proposed by the President and approved by a majority vote of Board members (more than 50%).

5.4 – Election Process. At the end of each term (typically in November), the Board and the President (only these who are not seeking re-election will be involved in this process) shall discuss and appoint an Election Committee which includes one chair and these must consist of individuals who are either regular or life time members of NACDA. The Election Committee members shall not run for election in that election term but may run in the future, except in cases of special transitional elections. Positions of candidates for election include one President elect, Vice Presidents (up to five candidates), one General Secretary, one Director of Public Relation, and one Membership Director; these can either be self-nominated or nominated by other active member, while subcommittee chairs will be appointed by the President and approved by a two-thirds majority of the elected board. The qualifications required of each candidate have been detailed in the first section of Article III. The Election Committee will propose a slate of officers who may be eligible for election. Final candidates shall be approved for eligibility by the Election Committee; however, all the candidates must also consent before their names can be put on the ballot.

No more than two positions may be held by the same person, and candidates for election may run for no more than two positions. The final list of legal candidates will be sent to qualified voters in the last two weeks of December for voting via email, mail or Wechat. The deadline for voting will be clearly expressed. Each member will be entitled to one vote on each matter submitted to a vote of the members. The person with the highest number of votes as a candidate for a particular position will be declared the winner of the election. Election results will be announced by the President and the chair of the Election Committee on December 31st of that same year. The new term for incoming officers shall begin January 1st after the election and will end on December 31st of the same election cycle with a total length of two years. If there is a delay in the election,

the current board will continue to function until a new board is elected. The original votes and detailed election ballot shall be kept for at least six months after the election for possible audits if any controversy arises. In case of disputed election results, the board and BOT members (excluding those are candidates seeking a position for current election) would perform the recount and mediate any disagreements. No irregular activity will be tolerated. Members who engage in such activity will be permanently banned from NACDA.

5.5 – Duties and responsibilities.

President:

The President shall chair the Board and is responsible for the overall management of NACDA. The President shall prepare the agenda for and preside over Board meetings. The President shall be responsible for dealing with problems of major concern to the Association. The President shall assign a task force or a specific standing and ad hoc committee (upon approval of the Board) to manage specific issues and to deal with specific items of business concerning the NACDA.

Honorable President: Honorable Presidency is reserved for a distinguished former president of the association to assure continuity with a smooth transfer of duties of the board members, as determined by the board and the association. Honorable President attends to board activities with power to propose motions and calls for meetings. Honorable President does not participate in any final vote.

President-elect:

The President-elect will become the President after two years. The President-elect will exercise the function of the President for specific areas when the President explicitly asks for these to be performed or when the President cannot execute his or her duties in special circumstances.

Vice President:

The duty of the two Vice Presidents duty shall be as delegated by the President and the Board. The Vice President(s) will exercise the function of the President for specific roles that the president explicitly asks of them to perform.

General Secretary:

The General Secretary shall be in charge of keeping records of all funds of the association and will receive the total coordinated budget proposals annually from the Board. The General Secretary will give a financial report and present the budget to all members attending the annual meeting. The General Secretary shall serve as assistant to the President and the Board, and is responsible for preparing the meeting agendas. The General Secretary shall: 1) keep minutes of all meetings of the NACDA and of the Board, 2) be responsible for

all other record-keeping, 3) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, 4) be the active custodian of association records, 4) maintain an updated registry of post office addresses and e-mail addresses of each member (such information shall be furnished to the Secretary by all active members), 5) and perform general duties incident to the office of Secretary which may often be assigned to him or her by the President or by the Board. The General Secretary shall give an annual report of all activities of the NACDA.

Director of Public Relations:

The Director of Public Relations is responsible for planning, developing and implementing PR strategies, communicating with colleagues, maintaining and updating information on the association website, and engaging with users on social media outlets such as WeChat, Twitter, and Facebook.

Membership Director:

The Membership Director is responsible for organizing any membership drives, maintaining up-to-date rolls of current members, and collecting outstanding membership fees. He or she shall review applications for membership. The Membership Director shall prepare explanatory letters for candidates whose applications are deferred, declined, or recommended for a different category of membership. The Director shall deal with all matters pertaining to membership and report these activities to the Board. Any member may resign by filing a written resignation to the Membership Director. The Director shall – from time to time – request approval from the Board for changes in the amount, time, and manner of payment of membership dues or related fees made payable to the NACDA by members. The Membership Director shall terminate the membership of any individual who becomes ineligible for membership upon the approval of the Board.

Subspecialty Committees:

All of these committees, including the conference subcommittee, should be commissioned by the President and the Board to address the subspecialty needs of the association. A committee shall include one chair. One or two co-chairs may be necessary. The chair and co-chairs of each committee should be nominated by the President and approved by a two-thirds majority of votes of the board. The term of a committee chairman is also two years and he or she is eligible for two consecutive terms. Subcommittees are encouraged to recruit members, organize subspecialty meetings (examples of subspecialties include general dermatology, dermatopathology, dermatological surgery, cosmetic dermatology, a China Chapter, etc.).

Task-force Working Committees:

All working committee chairs should be nominated by the President and approved by the

simple majority of the board. The committee chairs shall nominate the co-chair(s) and committee members, and these must be approved by the Board.

5.6 – Resignation.

A board member may resign for any reason by filing a written notice. Any vacancy left on the board (because of resignation, removal, illness or otherwise) shall be filled by an individual recommended by the President and approved by a majority vote of board members. The new board member voted to serve the vacancy shall serve the remaining term of his or her predecessor in office.

5.7 – Removal.

A board member may be removed by a simple majority vote of the board members according to the Code of Conduct. The removal of the President of the board shall be determined by a two-thirds majority vote of board members.

ARTICLE VI. Board of Trustees (BOT).

6.1 – Qualification. To be eligible for the position of trustee, a candidate must be at a current NACDA member for at least one year or a life member for at least 6 months. Current board members cannot serve as a BOT member.

6.2 – Officers. The BOT positions are the Chairman and all other members. The candidates of the BOT will be nominated by the election committee and approved by the majorities of BOT board.

6.3 – Terms. The incoming BOT chairman shall serve one term (for two years). The term limit for other BOT members is four years and the total number of BOT members should be no more than nine.

6.4 – Duties and responsibilities. The BOT has three main responsibilities: 1) to support, facilitate, and assist the elected executive board and help with building long term organizational health, stability and direction of the association; 2) to network with other organizations, industries, communities and individuals to expand the impact of the association; 3) to raise fund in order to expand the financial foundation of the association.

6.5 – Resignation. A BOT member may resign for any reason by filing a written notice.

6.6 – Removal. A BOT member may be removed by a majority vote of the Board and BOT members if there is sufficient evidence indicating that the BOT member has violated the rules of the NACDA or engaged in any activities detrimental to the mission of NACDA.

ARTICLE VII. Advisory Board

7.1 – Qualification. Advisory Board members are composed of prominent leaders in dermatological medicine, education, research, advocacy, government, and industry who are willing to help the NACDA and further its mission. The position of an Advisory Board member is a lifetime appointment unless such a member has resigned or is deceased.

7.2 – Selection process. An Advisory Board candidate can be nominated by any voting members of NACDA. An Advisory Board member must be approved by a two-thirds majority of the board.

7.3 – Duties. The Advisory Board member may make recommendations to the Board regarding solutions to issues facing the NACDA and strategic directions NACDA may seek to take.

ARTICLE VIII. Finance

The NACDA is a non-profit academic organization. The NACDA shall operate exclusively for scientific, educational, and humanitarian purposes. The income of the NACDA comes from the membership fees, additional contributions, donations from other organizations, industries and individuals, and publications. The NACDA uses its funds to support dermatological clinical, research, educational, and humanitarian programs that best fit the mission of the NACDA and benefit the general public. The NACDA shall control the costs for management and fund-raising purposes. Those who render services to the NACDA may receive compensation for their services and reimbursement for expenses, which will be recorded in the annual budget and approved by the board and BOT.

ARTICLE IX. Quorum and Voting

With respect to any meeting of the members, half of the voting members shall constitute a quorum. If a vote is taken on any matter at a meeting – except as otherwise provided herein – the matter shall be acted upon affirmatively on a favorable vote of a majority (more than 50%) of the members present and voting when there are only two options/candidates. However, in cases where each candidate receives exactly 50% of the vote, the one who has received the vote of the President in that tally of votes will be declared the winner. If there are more than two options as candidates, the one with the plurality of votes will be the winner (and the aforementioned tiebreaker rule still holds in cases of more than two candidates).

ARTICLE X. Amendments

The Bylaws are to be interpreted by the Board of the NACDA. The bylaws of this association

may be amended, repealed, or modified. They may be modified or amended with the consent of a simple majority of votes from Board Members submitted for that purpose. An amendment to these bylaws may be made in accordance with the following procedures:

10.1 – The proposed amendment must be sponsored by at least five voting members or three board members of the NACDA by email or written mail.

10.2 – The proposed amendment must be circulated in email or in writing to all board members at least two weeks prior to the board meeting.

10.3 – A vote shall be cast by mailing or emailing the ballot to the General Secretary and the President.

10.4 – The proposed amendment may be adopted upon an affirmative majority vote of board members casting their votes.

10.5 – All official documents should be written in English.

ARTICLE XI. Dissolving the Association

The association may be dissolved by a two-thirds majority vote of both the Board and BOT, taken by written ballot. In the event of dissolution of the NACDA, all of the remaining assets and property of the NACDA shall, after paying or making provision for the payment of all of the liabilities and obligations of the NACDA and for necessary expenses thereof, be distributed to such organizations run and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) for the Internal Revenue Code of 1986 (as determined by Board members). In no event shall any of such assets or property be distributed to any member, Board member, officer, or any private individual.

ARTICLE XII - Dispute and Appeal

12.1 – The incumbent president shall have full authority to interpret the articles of this constitution.

12.2 – If any member disputes the interpretation of the President, he or she may appeal to the NACDA board.

12.3 – The dispute shall be settled through negotiations between involved parties, with the intermediation made by NACDA officers. The decisions made in the intermediation shall be final.

ARTICLE XIII - Code of Conduct

No board member shall use a board position for personal gains. No board member shall use board meetings or the board chain email to engage in unprofessional and personal attacks. If the involved individuals cannot resolve their differences on their own, the controversy can be brought to the board by three board members for discussion and resolution. “Three-Strike Rule” will apply: the alleged misconduct by a board member will be adjudicated by the board, requiring more than 50% of the affirmative votes by the board members to affirm the allegation. There will be an initial warning for the first time, followed by a more serious warning for the second recurrence and expulsion from the board after the third incident.